

# COVINGTON & BURLING LLP

1201 PENNSYLVANIA AVENUE NW  
WASHINGTON, DC 20004-2401  
TEL 202 662.6000  
FAX 202.662 6291  
WWW COV.COM

BEIJING  
BRUSSELS  
LONDON  
NEW YORK  
SAN DIEGO  
SAN FRANCISCO  
SILICON VALLEY  
WASHINGTON

MICHAEL L. ROSENTHAL  
TEL 202 662 5448  
FAX 202.778.5448  
MROSENTHAL@COV.COM

RECEIVED  
AUG 1 2011  
MANAGEMENT  
STB

August 1, 2011

230744

## **BY HAND**

Ms. Cynthia T. Brown  
Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423

ENTERED  
Office of Proceedings  
AUG - 1 2011  
Part of  
Public Record

Re: Arizona Electric Power Cooperative, Inc. v. BNSF Railway Company and  
Union Pacific Railroad Company, Docket No. 42113

Dear Ms. Brown:

Enclosed for filing by Defendants BNSF Railway Company and Union Pacific Railroad Company in the above-reference proceeding are an original and ten copies of the Defendants' Errata Filing of Electronic Workpapers.

Also enclosed are three CDs containing electronic workpapers supporting this filing. The Electronic workpapers are being filed under seal and should be treated as Highly Confidential pursuant to the protective order in this proceeding.

Please date stamp the extra copy of this filing and return it with our messenger.

Sincerely,



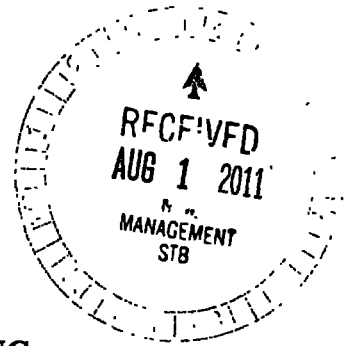
Michael L. Rosenthal

Enclosures

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

**STB Docket No. 42113**

---



**ARIZONA ELECTRIC POWER COOPERATIVE, INC.  
v.  
BNSF RAILWAY COMPANY AND UNION PACIFIC RAILROAD COMPANY**

---

**DEFENDANTS' ERRATA FILING OF ELECTRONIC WORKPAPERS**

On July 19, 2011, defendants BNSF Railway, Inc. and Union Pacific Railroad Company filed their Response to the Variable Cost Calculations of Complainant Arizona Electric Power Cooperative, Inc. Defendants' Response was supported by electronic workpapers. In the July 21, 2011, Rebuttal of Complainant Arizona Electric Power Cooperative, Inc. to Defendants' Response to the Revised Variable Cost Calculations, AEPCO claims that defendants' electronic workpapers "cannot be utilized as filed." AEPCO Rebuttal at 3.

First, AEPCO claims that defendants' workpapers are missing seven files, identified in column (1) of Attachment No. 1 to AEPCO's Rebuttal. AEPCO's claim is not correct. The seven files were provided in defendants' electronic workpapers, although the last few letters of the file names were different from the file names listed in column (1) due to an inadvertent error in updating file names when the workpapers were created. Attachment 1 to this filing lists the file name identified in column (1) of AEPCO's Attachment 1 and the name of the file that was included in defendants' workpapers. It should have been clear to AEPCO from the basic file name of the files that the files in fact were included with defendants' workpapers. In any event, defendants have corrected the names of the files referenced in the errata electronic workpapers provided with this filing. None of the calculations or results have been changed.

Second, AEPCO claims that defendants' workpapers are deficient because defendants provided only "intermediate" files. AEPCO Rebuttal at 6. Defendants provided electronic workpapers to replace the same electronic files submitted by AEPCO in AEPCO's July 5, 2011, revised cost files. AEPCO submitted a subset of files to be used with other files that were not modified or submitted with the revised cost files, and defendants simply provided substitute files for those files that were submitted by AEPCO on July 5, 2011. In other words, contrary to AEPCO's assertion in its Rebuttal, AEPCO did not submit "a complete set of stand-alone cost files." *Id.*

Third, AEPCO complains that defendants did not submit "any guidance for how to utilize the files." *Id.* But because most of defendants' workpapers merely replace workpapers submitted by AEPCO, the flow chart that AEPCO attached to its July 5, 2011, revised variable cost calculations shows how defendants' workpapers should be used. In addition, as defendants indicated in their Response, they also provided a restatement of ATC revenues and provided the electronic workpapers supporting those calculations. The restated ATC calculations follow the same process used by AEPCO and simply replaces files AEPCO submitted in its July 1, 2010, Rebuttal.

Respectfully submitted,



Michael L. Rosenthal  
COVINGTON & BURLING LLP  
1201 Pennsylvania Avenue, N.W.  
Washington, DC 20004  
(202) 662-6000



Samuel M. Sipe, Jr.  
Anthony J. LaRocca  
Steptoe & Johnson LLP  
1330 Connecticut Avenue, N.W.  
Washington, DC 20036  
(202) 429-3000

J. Michael Hemmer  
Louise A. Rinn  
Tonya W. Conley  
UNION PACIFIC RAILROAD COMPANY  
1400 Douglas Street  
Omaha, NE 68179  
(402) 544-3309

**ATTORNEYS FOR  
UNION PACIFIC RAILROAD COMPANY**

Richard E. Weicher  
Jill K. Mulligan  
BNSF RAILWAY COMPANY  
2500 Lou Menk Drive  
Fort Worth, TX 76131  
(817) 352-2353

**ATTORNEYS FOR  
BNSF RAILWAY COMPANY**

August 1, 2011

# **CERTIFICATE OF SERVICE**

I hereby certify that on this 1st day of August, 2011, I caused a copy of  
Defendants' Errata Filing of Electronic Workpapers to be served by hand delivery on:

William L. Slover  
Robert D. Rosenberg  
Christopher A. Mills  
Daniel M. Jaffe  
Slover & Loftus  
1224 Seventeenth Street, N.W.  
Washington, D.C. 20036



---

Michael L. Rosenthal

## ATTACHMENT 1

<b>File Referenced by Link</b>	<b>File Provided with Evidence</b>
BNSF_REV_DIV_SUM_Rebuttal_for_ATC_All_EL.xlsx	BNSF_REV_DIV_SUM_Rebuttal_for_ATC_RR_Reply.xlsx
BNSF_General_Freight_Inputs_Reb_All_EL.xlsx	BNSF_General_Freight_Inputs_Reb_RR_Reply.xlsx
BNSF_GF_MMM_VC_sc_E1.xlsx	BNSF_GF_MMM_VC_RR_Reply.xlsx
BNSF_Intermodal_Inputs_Reb_All_EL.xlsx	BNSF_Intermodal_Inputs_Reb_RR_Reply.xlsx
BNSF_NC_REV_FORECAST_Rebuttal_All_EL.xlsx	BNSF_NC_REV_FORECAST_Rebuttal_RR_Reply.xlsx
UP_ATC_Summary_Reb_All_EL.xlsx	UP_ATC_Summary_Reb_RR_Reply.xlsx
UP_ATC_Summary_Reb_TRANSFER_for_ATC_All_EL.xlsx	UP_ATC_Summary_Reb_TRANSFER_for_ATC_RR_Reply.xlsx